

RECORDATION NO. 27550 FILED

JUL 01 '08 -12 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 1, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of July 1, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

[Lessee: Pioneer Trail Energy, LLC
c/o BioFuel Energy, LLC
1801 Broadway, Suite 1060
Denver, CO 80202]

Anne K. Quinlan, Esq.
July 1, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

291 railcars within the series TILX 194991 - TILX 199367 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27550 FILE

JUL 01 '08 -12 30 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement dated as of July 1, 2008 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

W I T N E S S E T H:

Lessor and Pioneer Trail Energy, LLC, a Delaware limited liability company (the "Lessee") are parties to that certain Railroad Car Lease Agreement, dated October 12, 2006, as amended by that certain First Amendment to Trinity Industries Leasing Company Railroad Car Lease Agreement with Pioneer Trail Energy, LLC, effective as of August 23, 2007 (collectively, the "Lease Agreement"), whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, effective October 12, 2006, as amended by that certain Amendment No. 1 to Rider One (1) effective February 22, 2008, and as further amended by that certain Amendment No. 2 to Rider One (1) effective April 1, 2008, whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 

Name: Eric R. Marchetto

Title: Vice President

Executed on this 1st day of July, 2008

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 1st day of July 2008, before a Notary Public in and for said County and State, personally appeared Eric R. Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on July 1, 2008 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Brenda Joyce Harris
Name:
Notary Public

My Commission Expires: March 31
Residing in: Dallas, TX



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	DOT111A100W1 non-insulated tank cars with 30,145 gallon approximate capacity
Quantity:	Two Hundred Ninety-One (291)
Road Numbers:	See Schedule 1 attached hereto

[Memorandum of Lease Agreement]

SCHEDULE 1

Car Mark	Number	Car Mark	Number	Car Mark	Number
TILX	194991	TILX	195356	TILX	197624
TILX	194994	TILX	195362	TILX	197625
TILX	194998	TILX	197490	TILX	197626
TILX	194999	TILX	197491	TILX	197627
TILX	195002	TILX	197494	TILX	197628
TILX	195005	TILX	197497	TILX	197629
TILX	195006	TILX	197498	TILX	197631
TILX	195007	TILX	197500	TILX	197632
TILX	195008	TILX	197501	TILX	197633
TILX	195009	TILX	197502	TILX	197634
TILX	195010	TILX	197503	TILX	197635
TILX	195011	TILX	197504	TILX	197636
TILX	195013	TILX	197505	TILX	197637
TILX	195014	TILX	197506	TILX	197638
TILX	195015	TILX	197565	TILX	197639
TILX	195016	TILX	197585	TILX	197640
TILX	195017	TILX	197587	TILX	197643
TILX	195020	TILX	197588	TILX	197648
TILX	195028	TILX	197591	TILX	197649
TILX	195031	TILX	197594	TILX	197650
TILX	195051	TILX	197597	TILX	197651
TILX	195091	TILX	197599	TILX	197652
TILX	195123	TILX	197600	TILX	197653
TILX	195126	TILX	197602	TILX	197654
TILX	195130	TILX	197603	TILX	197655
TILX	195132	TILX	197606	TILX	197656
TILX	195133	TILX	197609	TILX	197657
TILX	195134	TILX	197610	TILX	197658
TILX	195135	TILX	197611	TILX	197659
TILX	195136	TILX	197612	TILX	197660
TILX	195137	TILX	197613	TILX	197661
TILX	195138	TILX	197614	TILX	197662
TILX	195139	TILX	197615	TILX	197663
TILX	195140	TILX	197616	TILX	197664
TILX	195141	TILX	197617	TILX	197665
TILX	195142	TILX	197618	TILX	197666
TILX	195144	TILX	197619	TILX	197667
TILX	195145	TILX	197620	TILX	197668
TILX	195146	TILX	197621	TILX	197669
TILX	195148	TILX	197622	TILX	197670
TILX	195341	TILX	197623	TILX	197675

[Memorandum of Lease Agreement]

Car Mark Number

TILX 197676
TILX 197678
TILX 197680
TILX 197681
TILX 197686
TILX 197687
TILX 197688
TILX 197689
TILX 197690
TILX 197692
TILX 197693
TILX 197695
TILX 197696
TILX 197703
TILX 197708
TILX 198038
TILX 198064
TILX 198066
TILX 198068
TILX 198069
TILX 198070
TILX 198071
TILX 198072
TILX 198074
TILX 198076
TILX 198077
TILX 198078
TILX 198114
TILX 198115
TILX 198116
TILX 198117
TILX 198118
TILX 198120
TILX 198122
TILX 198123
TILX 198124
TILX 198125
TILX 198126
TILX 198127
TILX 198128
TILX 198129
TILX 198131
TILX 198134

Car Mark Number

TILX 198135
TILX 198137
TILX 198138
TILX 198139
TILX 198140
TILX 198142
TILX 198143
TILX 198145
TILX 198146
TILX 198147
TILX 198148
TILX 198149
TILX 198150
TILX 198151
TILX 198152
TILX 198153
TILX 198154
TILX 198157
TILX 198167
TILX 198171
TILX 198176
TILX 198177
TILX 198180
TILX 198181
TILX 198182
TILX 198183
TILX 198184
TILX 198185
TILX 198186
TILX 198187
TILX 198188
TILX 198189
TILX 198190
TILX 198191
TILX 198192
TILX 198193
TILX 198194
TILX 198195
TILX 198196
TILX 198215
TILX 198218
TILX 198235
TILX 198236

Car Mark Number

TILX 198237
TILX 198238
TILX 198239
TILX 198240
TILX 198243
TILX 198247
TILX 198248
TILX 198249
TILX 198250
TILX 198251
TILX 198252
TILX 198253
TILX 198254
TILX 198255
TILX 198256
TILX 198257
TILX 198258
TILX 198259
TILX 198260
TILX 198261
TILX 198262
TILX 198263
TILX 198265
TILX 198267
TILX 198268
TILX 198269
TILX 198293
TILX 198297
TILX 198298
TILX 198299
TILX 198300
TILX 198301
TILX 198302
TILX 198303
TILX 198305
TILX 198306
TILX 198307
TILX 198308
TILX 198309
TILX 198310
TILX 198311
TILX 199022
TILX 199153

[Memorandum of Lease Agreement]

Car Mark Number

TILX 199154
TILX 199155
TILX 199156
TILX 199159
TILX 199161
TILX 199162
TILX 199163
TILX 199164
TILX 199165
TILX 199166
TILX 199169
TILX 199174
TILX 199178

Car Mark Number

TILX 199179
TILX 199181
TILX 199182
TILX 199183
TILX 199185
TILX 199188
TILX 199189
TILX 199190
TILX 199191
TILX 199192
TILX 199295
TILX 199297
TILX 199299

Car Mark Number

TILX 199300
TILX 199301
TILX 199302
TILX 199305
TILX 199348
TILX 199360
TILX 199361
TILX 199362
TILX 199363
TILX 199364
TILX 199365
TILX 199366
TILX 199367

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/1/08



Robert W. Alvord